

Company Number: 00395826

**THE COMPANIES ACT 2006**

**BALFOUR BEATTY PLC**  
**(the 'Company')**

At the Annual General Meeting of the Company duly convened and held at Painters' Hall, 9 Little Trinity Lane, London, EC4V 2AD on Thursday 16 May 2019, the following Ordinary and Special Resolutions were passed:

**ORDINARY RESOLUTIONS**

**Authority to allot ordinary shares**

**Resolution 15**

To consider and, if thought fit, pass as an ordinary resolution:

THAT:

(a) the authority conferred on the Directors by Article 8.2 of the Company's Articles of Association be renewed for the period ending at the end of the next AGM or on 30 June 2020, whichever is the earlier, and for such period the Section 551 Amount (as defined in the Company's Articles of Association) Shall be £114,956,603; and

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a further nominal amount of £114,956,603 in connection with an offer by way of a rights issue, such authority to expire at the end of the next AGM or on 30 June 2020, whichever is the earlier;

but so that the Company may make offers and enter into agreements during the period referred to in paragraphs (a) and (b) above which would, or might, require shares to be allotted or rights to subscribe for, or convert other securities into, shares to be granted after the authority ends.

For the purposes of this resolution, "rights issue" means an offer to:

(i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and

(ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

SATURDAY



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COMPANIES HOUSE

## **SPECIAL RESOLUTIONS**

### **Authority to allot ordinary shares for cash on a non pre-emptive basis**

#### **Resolution 16**

To consider and, if thought fit, pass as a special resolution:

THAT subject to the passing of Resolution 15:

(a) the power conferred on the Directors by Article 8.3 of the Company's Articles of Association be renewed for the period referred to in such Resolution 15 and for such period the Section 561 Amount as defined in the Company's Articles of Association) shall be £17,243,490; and

(b) the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006 (the 2006 Act)) and sell treasury shares for cash pursuant to the authority given by paragraph (b) of Resolution 15 above and in connection with a rights issue as if Section 561(1) of the 2006 Act did not apply to such allotment, such power to expire at the end of the next AGM or on 30 June 2020, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this resolution, "rights issue" has the same meaning as in Resolution 15.

### **Authority for the Company to purchase its own ordinary and preference shares**

#### **Resolution 17**

To consider and, if thought fit, pass as a special resolution:

THAT, subject to and conditional upon the passing of the special resolution set out in the notice dated 4 April 2019 convening a meeting (the Class Meeting) of the holders of the cumulative convertible redeemable preference shares of 1p each in the Company (preference shares), the Company be hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the 2006 Act) to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of ordinary shares of 50p each in the Company (ordinary shares) and/or preference shares on such terms as the Directors think fit, and where such shares are held in treasury, the Company may, among other things, use them for the purpose of its employee share schemes provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 68,973,961 and the maximum number of preference shares hereby authorised to be purchased is 16,775,968;

(b) the maximum price, exclusive of expenses, which may be paid for a share is the higher of:

(i) an amount equal to 105% of the average of the middle market quotations for a share of the same class (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which such share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

(c) the minimum price, exclusive of expenses, which may be paid for a share is its nominal value; and

(d) this authority will expire unless previously revoked or varied, at the conclusion of the Class Meeting which will follow the AGM of the Company to be held in 2020, or on 30 June 2020,

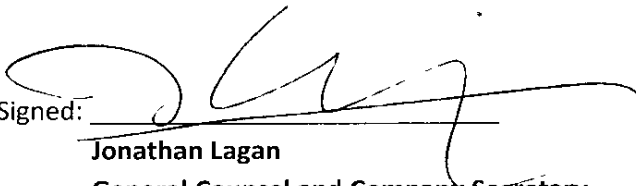
whichever is the earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

**Notice of general meetings**

**Resolution 18**

To consider and, if thought fit, pass as a special resolution:

THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

Signed:   
Jonathan Lagan  
General Counsel and Company Secretary

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At a Class Meeting of the Company duly convened and held at 5 Churchill Place, Canary Wharf, London, E14 5HU, United Kingdom on Friday 17 May 2019, the following Special Resolution was passed:

**SPECIAL RESOLUTION**

**Authority for the Company to purchase its own ordinary and preference shares**

To consider and, if thought fit, pass as a special resolution:

THAT the holders of the cumulative convertible redeemable preference shares of 1p each in the Company hereby sanction the passing and implementation of Resolution 17 set out in the Company's Notice of Annual General Meeting dated 4 April 2019 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred.

Signed: \_\_\_\_\_

  
**Jonathan Lagan**  
**General Counsel and Company Secretary**